

RECORDATION NO. 27249 FILED

DEC 03 '07 -10 00 AM

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A LESTER

December 3, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of September 17, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, Ohio 43537

Lessee: Dow Corning Corporation  
3901 South Saginaw Road, Mail #124  
Midland, Michigan 48686

Mr. Vernon A. Williams  
December 3, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

15 covered hopper cars: AEX 969 - AEX 978 and AEX 1002 - AEX 1006.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a long horizontal flourish line.

Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE**

**WITNESSETH**

This Memorandum of Lease is entered into as of the 17<sup>th</sup> day of September, 2007, by and between **The Andersons, Inc.**, an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, Ohio 43537 (hereinafter "Lessor") and **Dow Corning Corporation**, a Michigan corporation, having its principal place of business at 3901 South Saginaw Road, Mail #124, Midland, Michigan 48686-0995 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement dated February 26, 1996 (the "Master Lease"), and Deal #R00035 dated effective as of July 1, 2007 (the "Schedule"), whereby Lessor leases to Lessee fifteen (15) railcars bearing railroad reporting marks as noted on attached Exhibit A.
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

***[Signature Pages to Follow]***

Each party, pursuant to due corporate authority, has caused this Lease to be executed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this Lease was the free act of the corporation, the foregoing is true and correct and that this Lease was executed on the date indicated below.

**LESSEE:**

**DOW CORNING CORPORATION**

By: Jay Ousterhout  
Printed Name: Jay Ousterhout  
Title: Supply Manager  
Date: 9/2/2007

STATE OF MICHIGAN )

COUNTY OF MIDLAND ) SS:

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of September, 2007, by Jay Ousterhout, the Supply Manager of Dow Corning Corporation, a Michigan corporation, on behalf of the corporation.

Mary Ann McCaul  
Notary Public

Mary Ann McCaul  
Mary Ann McCaul, NOTARY PUBLIC  
STATE OF MICHIGAN, MIDLAND COUNTY  
MY COMMISSION EXPIRES: APRIL 24, 2013

LESSOR:

THE ANDERSONS, INC.

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: President, Rail Group

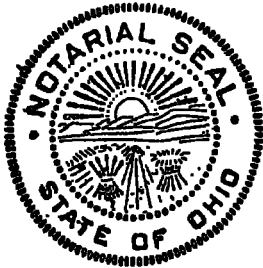
Date: 9/28/07

STATE OF OHIO )

COUNTY OF LUCAS )

SS:

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of September, 2007, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



Julie Ann Dibble  
Notary Public

JULIE ANN DIBBLE  
Notary Public, State of Ohio  
My Commission Expires 08-28-2010

**EXHIBIT A**

**Car List**

**Fifteen (15) Covered Hoppers**

1	AEX 000969	9	AEX 000977
2	AEX 000970	10	AEX 000978
3	AEX 000971	11	AEX 001002
4	AEX 000972	12	AEX 001003
5	AEX 000973	13	AEX 001004
6	AEX 000974	14	AEX 001005
7	AEX 000975	15	AEX 001006
8	AEX 000976		

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/3/07



\_\_\_\_\_  
Robert W. Alvord